

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

Related Docket Nos.  
69, 783, 893, 1419 & 1575

**FIFTH SUPPLEMENTAL DECLARATION OF  
JANE VANLARE IN SUPPORT OF APPLICATION  
FOR ENTRY OF AN ORDER AUTHORIZING EMPLOYMENT AND  
RETENTION OF CLEARY GOTTlieb STEEN & HAMILTON LLP  
AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION**

I, Jane VanLare, do hereby declare as follows:

1. I am a member of the firm of Cleary Gottlieb Steen & Hamilton LLP (“Cleary Gottlieb” or the “Firm”),<sup>2</sup> which maintains an office for the practice of law at, among other places, One Liberty Plaza, New York, New York 10006.

2. I am an attorney at law admitted to practice before the courts of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.

3. I submit this declaration (the “Fifth Supplemental Declaration”) in connection with (i) the *Debtors’ Application for an Order Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession*

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (or equivalent identifier), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 175 Greenwich Street, Floor 38, New York, NY 10007.

<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to the them in the Initial Debtors’ Application.

Nunc Pro Tunc *to the Petition Date* (the “Debtors’ Application”), ECF No. 69, and (ii) the *Declaration of Sean A. O’Neal in Support of the Debtors’ Application for an Order Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession* Nunc Pro Tunc *to the Petition Date* attached as Exhibit A to the Debtors’ Application (the “Initial Declaration”).<sup>3</sup> This Court approved the Debtors’ Application on February 24, 2023. *See* ECF No. 103. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

4. In the Initial Declaration, Cleary Gottlieb represented that it would file supplemental disclosures with this Court as it became aware of any new material relationship with any potential parties-in-interest. Initial Declaration ¶ 3. Cleary Gottlieb is choosing to disclose, out of an abundance of caution, that as part of the customary vetting process following her acceptance of an employment offer, Cleary Gottlieb learned that an individual scheduled to begin employment in May 2024 as a summer associate previously completed a legal externship at Digital Currency Group, Inc. (“DCG”), the Debtors’ parent company and a party-in-interest in these Chapter 11 Cases. DCG took the position that as a legal extern, this individual acquired confidential information that is material to matters involving these Chapter 11 Cases. In an

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<sup>3</sup> On October 6, 2023, Cleary Gottlieb filed the *Supplemental Declaration of Jane VanLare in Support of Applications for Entry of Orders Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession* (the “First Supplemental Declaration”) (ECF No. 783). On November 6, 2023, Cleary Gottlieb filed the *Second Supplemental Declaration of Jane VanLare in Support of Applications for Entry of Orders Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession* (the “Second Supplemental Declaration”) (ECF No. 893). On March 3, 2024, Cleary Gottlieb filed the *Third Supplemental Declaration of Jane VanLare in Support of Applications for Entry of Orders Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession* (the “Third Supplemental Declaration”) (ECF No. 1419). On April 12, 2024, Cleary Gottlieb filed the *Fourth Supplemental Declaration of Jane VanLare in Support of Applications for Entry of Orders Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession* (the “Fourth Supplemental Declaration” and, together with the First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration, the “Prior Declarations”) (ECF No. 1575). This Fifth Supplemental Declaration further supplements the information disclosed in the foregoing.

abundance of caution, this individual will not be involved in any matters relating to these Chapter 11 Cases and Cleary Gottlieb has established a firewall to prevent the sharing of information between this individual and other individuals working on matters involving these Chapter 11 Cases. Moreover, DCG has waived any actual or potential conflict of interest that may exist as a result of this individual's role as a summer associate.

5. Based on the foregoing, I do not believe that the foregoing precludes Cleary Gottlieb from meeting the standard for retention as counsel to the Debtors under the Bankruptcy Code, and believe, to the best of my knowledge and insofar as I have been able to ascertain, Cleary Gottlieb remains a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and holds no interest adverse to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Application, the Prior Declarations, or this Fifth Supplemental Declaration.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on May 10, 2024  
New York, New York

/s/ Jane VanLare  
Jane VanLare